

EXHIBIT F

4444 Conestoga Circle
Bozeman, MT 59715

December 3, 2014

Hon. Claude M. Hilton
United States District Court For the Eastern District of Virginia
Albert V. Bryan U.S. Court House
401 Courthouse Square
Alexandria, VA 22314

Re: Letter of Acceptance of Responsibility
U.S. v. Matthew Carley, Case No. 1:14 – CR – 333 (E.D. Va.)

Dear Judge Hilton:

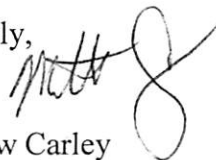
I write to accept responsibility for my actions. My involvement in Red Branch Technologies began by agreeing to take the company public, which I had helped other companies do many times. I then worked for Red Branch over the next two years. Once I met with Phillip Knight, however, and heard his plan to raise capital by increasing the value of the stock through trading, I should have realized that this course was a “pump and dump” scheme. The company had no assets, and we used the sale of stock to finance promotional materials to stimulate trading. I also knew that Mr. Knight had other individuals he personally knew purchase Red Branch stock to increase its value.

Unfortunately, I did not completely understand that we engaged in stock manipulation until the U.S. Securities and Exchange Commission approached me in 2010. At that point, I agreed to meet with the Commission and flew to the west coast from my home in Montana. I fully explained my involvement in Red Branch at that meeting. Four years later and against the advice of counsel, I agreed to speak with the F.B.I. and again fully cooperated and described what I knew about Red Branch. After the meeting and at the request of the special agent, I made a recorded phone call and created a list of everyone I know in the securities business.

In addition to pleading guilty, I have agreed to a forfeiture judgment in the amount of \$789,478 and entered into a consent agreement with the Securities and Exchange Commission in which I agreed to disgorgement of \$789,478 plus prejudgment interest of \$131,754, which is satisfied upon the entry of the forfeiture judgment in this matter. I also agreed to never again engage in or promote the brokerage of penny stocks.

I have and will continue to fully accept responsibility for my actions. My conduct has disgraced not only myself but my wife and our three children. Over the years, I have been the breadwinner for my family, and more recently for my mother, and I cannot explain how much I regret putting their financial security in jeopardy. I will never engage in this conduct again.

Sincerely,



Matthew Carley